

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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ORDER, SOLELY AS TO STATUTORY COMMITTEES, EXTENDING DEBTORS'
EXCLUSIVE PERIODS WITHIN WHICH TO FILE AND SOLICIT ACCEPTANCES OF
REORGANIZATION PLAN UNDER 11 U.S.C. § 1121(d)

("THIRD § 1121(d) STATUTORY COMMITTEE EXCLUSIVITY EXTENSION ORDER")

Upon the expedited motion, dated December 5, 2008 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 1121(d) further extending, solely as between the Debtors and the official committee of unsecured creditors and the official committee of equity security holders (collectively, the "Statutory Committees"), the Debtors' exclusive periods within which to file and solicit acceptances of a plan of reorganization (collectively, the "Exclusive Periods"), and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The Debtors' exclusive period under 11 U.S.C. § 1121(d) for filing a plan of reorganization, solely as between the Debtors and the Statutory Committees, is extended through and including March 31, 2009.
3. The Debtors' exclusive period under 11 U.S.C. § 1121(d) for soliciting acceptances of a plan of reorganization, solely as between the Debtors and the Statutory Committees, is extended through and including May 31, 2009.
4. Entry of this order is without prejudice to (a) the Debtors' right to seek such additional and further extensions of the Exclusive Periods, solely as between the Debtors and the Statutory Committees, as may be necessary or appropriate and (b) the Statutory Committees' right to seek to reduce the Exclusive Periods, solely as between the Debtors and the Statutory Committees, for cause in accordance with 11 U.S.C. § 1121(d).
5. The Debtors and the Statutory Committees expressly reserve their rights to address, if any of the Exclusive Periods expires, solely as between the Debtors and the Statutory Committees, whether 11 U.S.C. § 1129(c) prevents the Statutory Committees from filing and soliciting a competing plan of reorganization.
6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York
December ___, 2008

UNITED STATES BANKRUPTCY JUDGE